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Attorneys for Creditor  
FINANCIAL GUARANTY INSURANCE COMPANY

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

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	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, et al.,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	
	)	
-----	x	

**FINANCIAL GUARANTY INSURANCE COMPANY'S PRETRIAL SUBMISSIONS**

TO THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE:

In connection with the hearing on the above-captioned debtors' (the "Debtors") Rule 9019 motion (the "FGIC Settlement 9019 Motion") [Docket No. 3929] for approval of the proposed FGIC Settlement Agreement, and pursuant to the Court's Scheduling Order, as supplemented, [Docket Nos. 4168, 4363], and the Federal Rules of Civil Procedure, made applicable by the Bankruptcy Code, Financial Guaranty Insurance Company ("FGIC"), a party to the FGIC Settlement Agreement and a member of the Official Committee of Unsecured Creditors (the "Committee"), hereby files these Pretrial Submissions disclosing FGIC's (1) exhibit list, attached hereto as Exhibit A (the "FGIC Exhibit List"), and (2) list of adverse witnesses, via incorporation by reference of the adverse witness list filed by the Debtors on behalf of all proponents of the FGIC Settlement 9019 Motion.

**I. Identification of Exhibits**

The exhibits listed in the FGIC Exhibit List are among those that FGIC may seek to admit into evidence at trial. In addition, FGIC incorporates by reference and reserves all rights to introduce, rely upon and otherwise utilize the exhibits identified in the exhibit lists submitted by the Committee, the Debtors, and the FGIC-insured securitization trustee signatories to the FGIC Settlement Agreement (the "Trustees"), in connection with the FGIC Settlement 9019 Motion. FGIC reserves the right to supplement or modify the FGIC Exhibit List based on circumstances that may develop prior to the commencement of trial or in light of any information submitted by the parties objecting to the FGIC Settlement 9019 Motion (the "Objectors") or any other party as part of its pretrial filings or otherwise. FGIC further reserves the right to introduce any exhibit identified on the exhibit lists of the Objectors, the Debtors, the Trustees, the

Committee or any other party, and to add or remove exhibits from the FGIC Exhibit List based on the Court's ruling on any pretrial motion.

## **II. Identification of Adverse Witnesses**

FGIC incorporates by reference the adverse witness list filed by the Debtors on the behalf of all proponents of the FGIC Settlement Agreement in connection with the FGIC Settlement 9019 Motion. The witnesses identified in the Debtors' witness list are those from whom FGIC may seek testimony at the hearing on the FGIC Settlement 9019 Motion. FGIC reserves the right to call live, by video, or by deposition any witness on these lists or any lists of the Objectors' or other parties' witnesses (including expert witnesses). FGIC further reserves the right to incorporate and rely on any supplemental or modified adverse witness lists submitted by any party in interest in connection with any changed circumstances that may develop prior to the commencement of trial.

Nothing contained in these Pretrial Submissions shall in any way be deemed a waiver of FGIC's right to object to the admissibility of any testimony, document or other evidence at trial, or in any way preclude or otherwise limit any evidence at trial.

Dated: July 31, 2013

/s/ Richard L. Wynne  
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*Financial Guaranty Insurance Company*

# **Exhibit A**

## **FGIC's Exhibit List**

FGIC reserves all rights to rely upon and incorporates by reference any exhibit lists filed by any party.

Ex #	Date	Bates range	Depo Ex #	
200			Gibson 4	Financial Guaranty Insurance Company Quarterly Operating Review First Quarter 2013
201	7/22/2013		Gibson 5	Article from Blog Talk Radio website. "Gibson@Mt. View IPS-RMBS, CMBS, Whole Loan Pricing & Outlook".
202			Gibson 6	June 2013 IPS Collateral Commentary Article
203	7/16/2013		Healy 8	Website Print out of Press Releases from <a href="http://www.kccllc.net/rescap">www.kccllc.net/rescap</a>
204	5/14/2012		Healy 9	Notice of Appearance and Demand for Service of Papers by McKool Smith P.C. and Freddie Mac on Behalf of Freddie Mac (Docket No. 0008)
205	9/27/2012		Healy 10	Gary T. Holtzer Affirmation
206	7/16/2013		Healy 11	Website Print out from <a href="http://www.fgicrehabilitation.com">www.fgicrehabilitation.com</a>
207	12/7/2012		Healy 12	Article re: ResCap Wants Mediator to Break Logjam in Creditor Negotiations
208	12/26/2012		Healy 13	Order Appointing Mediator
209	12/6/2012		Healy 14	Notice of Entry Approving Settlement, Commutation and Release Agreement
210	2/6/2013		Healy 15	Stipulation and Order Relating to the Assumption and Assignment of Certain Agreements of Freddie Mac Pursuant to Section 365 of the Bankruptcy Code and Related Relief
211	5/8/2013		Healy 16	Notice of Examiner's Intention to File Report on May 10, 2013
212	5/29/2013		Healy 17	Affirmation of Gary T. Holtzer

Ex #	Date	Bates range	Depo Ex #	
213	5/30/2013		Healy 18	Order to Show Cause
214	6/7/2013	CQS000000105 – 106	Healy 19	Notice of Hearing of Debtors' Motion Pursuant to 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors
215	6/19/2013		Healy 20	Joinder of Federal Home Loan Mortgage Corporation to Monarch and Stonehill Capital Management LLC's Reservation of Rights With Respect to Debtors' Motion For an Order Under Bankruptcy Code Sections 105(A) and 363 (B) Authorizing The Debtors to Enter Into And Perform Under A Plan Support Agreement With Ally Financial Inc., The Creditors' Committee, and Certain Consenting Claimants
216	6/16/2013		Healy 21	Objection of Federal Home Loan Mortgage Corporation to the Commutation of Certain FGIC Policies and Certain Findings of Fact Sought by Rehabilitator of FGIC Set Forth in Affirmation Dated May 29, 2013
217	7/24/2013		Goldstein 11	Print out from the website <a href="http://www.protiviti.com-Banking">www.protiviti.com-Banking</a>
218	7/24/2013		Goldstein 12	Print out from the website <a href="http://www.protiviti.com-Financial Services">www.protiviti.com-Financial Services</a>
219	7/24/2013		Goldstein 13	Print out from the website <a href="http://www.protiviti.com-Real Estate">www.protiviti.com-Real Estate</a>
220			Goldstein 14	Executive Perspectives on Top Risks for 2013- Protiviti
221			Goldstein 15	2012 and Beyond The New Era in U.S. Banking- Protiviti
222	9/27/2009		Goldstein 16	Article re Protiviti Introduces Advisory Board to Help Clients Navigate Changing Economic and Regulatory Environment
223	3/2/2009		Goldstein 17	Article re Protiviti Financial Crisis FAQ Series
224	12/3/2009		Goldstein 18	Global Financial Crisis Bulletin
225	10/8/2008		Goldstein 19	Article re: Global Financial Crisis Creates Unprecedented Need for Enhanced Risk Management; Protiviti Launches Cross-Disciplinary Consulting Team to Assist Affected Companies

Ex #	Date	Bates range	Depo Ex #	
226	7/4/2013			Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> and the Official Committee of Unsecured Creditors (Docket No. 4157)
227	10/5/2012			Verified Statement of Gibbs and Bruns LLP Pursuant to Federal Bankruptcy Rule 2019 filing (Docket No. 1741)
228	10/19/2012			Debtors' Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements (Docket No. 1887)
229	6/7/2013			Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors (Docket No. 3929)
230	12/26/2012			Mediation Order (Docket No. 2519)
231	2/21/2013			Objection of Ad Hoc Group of Junior Secured Noteholders to Debtors' Motion for the Entry of an Order Further Extending Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof (Docket No. 2997)
232	7/30/2013			Affidavit of John S. Dubel, <i>In re Rehabilitation of FGIC</i> , Case No. 401265/2012 (N.Y. Supreme Court)
233	7/30/2013			Omnibus Reply Memorandum of Law In Further Support of Approval of The Settlement Agreement, <i>In re Rehabilitation of FGIC</i> , Case No. 401265/2012 (N.Y. Supreme Court)
234	7/30/2013			Affirmation of Richard W. Slack in Support of the Rehabilitator's Omnibus Reply, <i>In re Rehabilitation of FGIC</i> , Case No. 401265/2012 (N.Y. Supreme Court)
235	7/17/2013			July 17, 2013 United States Bankruptcy Court Hearing Transcript
236	12/18/2012			December 18, 2012 New York Supreme Court Hearing Transcript
237	1/15/2013			January 15, 2013 New York Supreme Court Hearing Transcript
238	6/11/2013			Order of Approval of Financial Guaranty Insurance Company Plan of Rehabilitation, <i>In re Rehabilitation of FGIC</i> , Case No. 401265/2012 (N.Y. Supreme Court)
239	12/7/2012			ResCap Wants Mediator to Break Logjam in Creditor Negotiations, <i>Automated Trader</i>



Ex #	Date	Bates range	Depo Ex #	
240	12/20/2012			ResCap Judge Approves Mediator for Ally Settlement Talks, <i>Bloomberg</i>
241	12/31/2012			ResCap Chapter 11: Enter the Mediator, <i>ValueWalk</i>
242	1/11/2013			ResCap Creditor Hope, <i>New York Post</i>
243	2/19/2013			ResCap Creditors Press Ally for Larger Pact, <i>Wall Street Journal</i>
244	4/26/2013			ResCap Reorg Could Leave John Paulson Out In The Cold, <i>New York Post</i>
245	5/7/2013			ResCap Wins More Time to File Exclusive Reorganization Plan, <i>American Banker</i>
246	5/10/2013			Brief—ResCap Examiner Delays Report to May 13, Amid Progress in Mediation, <i>Reuters</i>
247	5/10/2013			Update 1—ResCap Creditors, Ally Nearing Deal on Billions in Claims, <i>Reuters</i>
248	5/10/2013			ResCap Creditors, Ally Nearing Deal on Billions in Claims, <i>Yahoo News—Reuters</i>
249	5/13/2013			ResCap Examiner Probe of Ally May Alter Creditor Talks, <i>Bloomberg</i>
250	12/2012- 5/2013			Compilation of Various <i>Debtwire</i> Articles
251	6/30/2013			Top Fifty Public Finance Ratings
252	12/6/2012			Notice Of Debtors' Motion For Appointment Of A Mediator (Docket No. 2357)
253	12/13/2012			Limited Objection Of The Steering Committee Group Of RMBS Holders To Debtors' Motions (I) To Further Extend Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof, And (II) For Appointment Of A Mediator (Docket No. 2400)

Ex #	Date	Bates range	Depo Ex #	
254	12/13/2012			Response Of AIG Asset Management (U.S.), LLC, The Allstate Entities, Massachusetts Mutual Life Insurance Company, And The Prudential Entities To Debtors' Motion For Appointment Of A Mediator (Docket No. 2403)
255	12/13/2012			Omnibus Response Of Ad Hoc Group Of Junior Secured Noteholders To Debtors' Motion For The Entry Of An Order Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And Debtors' Motion For The Appointment (Docket No. 2406)
256	12/13/2012			Statement Of Wilmington Trust, National Association In Respect Of The Debtors' Motions For Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And For Appointment Of A Mediator (Docket No. 2408)
257	12/14/2012			Statement And Reservation Of Rights Of The Official Committee Of Unsecured Creditors With Respect To Debtors' Motion For Appointment Of A Mediator And Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 2418)
258	12/17/2012			Joinder Of National Credit Union Administration Board To The Response Of AIG Asset Management (U.S.), LLC, The Allstate Entities, Massachusetts Mutual Life Insurance Company, And The Prudential Entities To Debtors' Motion For Appointment Of Mediator (Docket No. 2439)
259	12/18/2012			Reply Of Ally Financial Inc. And Ally Bank In Support Of Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And Debtors' Motion For Appointment Of A Mediator (Docket No. 2441)
260	12/18/2012			Debtors' Omnibus Reply To Responses To (I) Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And (II) Debtors' Motion For Appointment Of A Mediator (Docket No. 2447)

Ex #	Date	Bates range	Depo Ex #	
261	12/18/2012			RMBS Trustees' Statement In Support Of Appointment Of A Mediator (Docket No. 2465)
262	12/26/2012			Order Appointing Mediator (Docket No. 2519)
263	12/20/2012			Hearing Transcript - December 20, 2012 - Motion to Appoint Mediator (Docket No. 2523)
264	3/5/2013			Order Extending Appointment Of Hon. James M. Peck As Mediator (Docket No. 3101)
265	12/6/2012			Notice Of Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 2355)
266	12/18/2012			Notice Of Proposed Fourth Revised Joint Omnibus Scheduling Order And Provisions For Other Relief Regarding Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval Of RMBS Trust Settlement Agreements (Docket No. 2459)
267	12/27/2012			Fourth Revised Joint Omnibus Scheduling Order And Provisions For Other Relief Regarding Debtors' Motion Pursuant To Fed. R. Bankr. P. 9019 For Approval Of RMBS Trust Settlement Agreements (Docket No. 2528)
268	2/11/2013			Notice Of Debtors' Motion Pursuant To Sections 105(a) And 363(b) Of The Bankruptcy Code For An Order Authorizing The Debtors To Appoint Lewis Kruger As Chief Restructuring Officer (Docket No. 2887)
269	2/14/2013			Notice Of Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 2918)
270	2/21/2013			Objection Of Ad Hoc Group Of Junior Secured Noteholders To Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 2997)

Ex #	Date	Bates range	Depo Ex #	
271	2/26/2013			Response Of The Official Committee Of Unsecured Creditors To Debtors' Motions For (I) Appointment Of A Chief Restructuring Officer And (II) Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3042)
272	2/26/2013			Statement Of Wilmington Trust, National Association In Respect Of The Debtors' Motions For Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And For Appointment Of Lewis Kruger As Chief Restructuring Officer (Docket No. 3043)
273	3/1/2013			Debtors' Omnibus Reply To Responses To (I) Debtors' Motion Pursuant To Sections 105(a) And 363(b) Of The Bankruptcy Code For An Order Authorizing The Debtors To Appoint Lewis Kruger As Chief Restructuring Officer And (II) Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3074)
274	3/4/2013			Statement Of Ally Financial Inc. And Ally Bank Regarding The Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof And The Debtors' Motion For Appointment Of A Chief Restructuring Officer (Docket No. 3086)
275	3/1/2013			Transcript of Hearing Held on March 1, 2013 re: Status Conference re RMBS 9019 Motion (Docket No. 3119)
276	2/28/2013			Transcript of Hearing Held on February 28, 2013 re: Plan Status Update (Docket No. 3120)
277	3/5/2013			Transcript of Hearing Held on March 5, 2013 re: Appointment of CRO (Docket No. 3243)
278	4/2/2013			Response Of The Official Committee Of Unsecured Creditors To The Motion By Ally Financial Inc. And Ally Bank For An Order Enforcing The Automatic Stay Pursuant To 11 U.S.C. § 362(A)(3) By (1) Enjoining Prosecution Of Alter Ego And Veil Piercing Claims In The Class Action Entitled Landon Rothstein, Et Al. V. GMAC Mortgage, LLC, Et Al., And (2) Declaring Such Claims Void Ab Initio (Docket No.

Ex #	Date	Bates range	Depo Ex #	
				3345)
279	4/19/2013			Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3485)
280	4/19/2013			Declaration Of Lewis Kruger In Support Of Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3486)
281	4/29/2013			Objection Of The Ad Hoc Group Of Junior Secured Noteholders To Debtors' Motion For The Entry Of An Order Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3553)
282	4/30/2013			Omnibus Objection Of The Ad Hoc Group Of Junior Secured Noteholders To (I) The Motion Of The Official Committee Of Unsecured Creditors For Entry Of An Order Authorizing The Committee To Prosecute And Settle Certain Claims On Behalf Of The Debtors' Estates And (II) The Motion Of Wilmington Trust, National Association, Solely In Its Capacity As Indenture Trustee For The Senior Unsecured Notes Issued By Residential Capital, LLC For An Order Authorizing It To Prosecute Claims And Other Causes Of Action On Behalf Of The Residential Capital, LLC Estate(Docket #3563)
283	5/1/2013			[Wilmington Trust] Response To Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Period To File A Chapter 11 Plan And Solicit Acceptances Thereof(Docket No. 3568)
284	5/1/2013			Statement Of The Official Committee Of Unsecured Creditors With Respect To The Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3569)
285	5/6/2013			Debtors' Omnibus Reply To Responses To Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And

Ex #	Date	Bates range	Depo Ex #	
				Solicit Acceptances Thereof (Docket No. 3593)
286	5/6/2013			Supplemental Declaration Of Lewis Kruger In Support Of Debtors' Motion For The Entry Of An Order Further Extending Their Exclusive Periods To File A Chapter 11 Plan And Solicit Acceptances Thereof (Docket No. 3594)
287	5/6/2013			Omnibus Reply Of The Official Committee Of Unsecured Creditors To Objections To Its Motion For Entry Of An Order Authorizing The Committee To Prosecute And Settle Certain Claims On Behalf Of The Debtors' Estates (Docket No. 3599)
288	5/6/2013			Limited Objection And Response Of The Independent Directors Of Residential Capital, LLC To The Motion Of Wilmington Trust, National Association, For An Order Authorizing It To Prosecute Claims And Other Causes Of Action On Behalf Of The Residential Capital, LLC Estate (Docket No. 3602)
289	5/6/2013			Debtors' Supplemental Statement In Response To The Objections Of (I) Wilmington Trust, National Association, As Indenture Trustee For The Senior Unsecured Notes And (II) The Ad Hoc Group Of Junior Secured Noteholders To The Motion Of The Official Committee Of Unsecured Creditors For Entry Of An Order Authorizing The Committee To Prosecute And Settle Certain Claims On Behalf Of The Debtors' Estates (Docket No. 3605)
290	5/7/2013			Objection Of The Steering Committee Group Of RMBS Holders To The Motion Of Wilmington Trust, National Association, Solely In Its Capacity As Indenture Trustee For The Senior Unsecured Notes Issued By Residential Capital, LLC, For An Order Authorizing It To Prosecute Claims And Other Causes Of Action On Behalf Of The Residential Capital, LLC Estate (Docket No. 3637)
291	5/10/2013			Notice Of The Examiner Concerning Filing Of Report (Docket No. 3677)
292	5/13/2013			Order Granting The Debtors' Application Pursuant To Section 105(a) Of The Bankruptcy Code Seeking Entry Of An Order Temporarily Sealing The Examiner Report (Docket No. 3697)

Ex #	Date	Bates range	Depo Ex #	
293	5/15/2013			Supplemental Order Granting The Debtors' Application Pursuant To Section 105(a) Of The Bankruptcy Code Seeking Entry Of An Order Temporarily Sealing The Examiner Report (Docket No. 3739)
294	5/20/2013			Debtors' Reply In Support Of Debtors' Motion In Limine To Strike The Objection And Exclude The Evidence Of The Official Committee Of Unsecured Creditors In Opposition To The RMBS Trust Settlement (Docket No. 3793)
295	5/14/2012			Notice of Appearance and Demand for Service of Papers by Kasowitz, Benson, Torres & Friedman LLP on Behalf of the Federal Housing Finance Agency, as Conservator of the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation (Docket No. 0033)
296	10/17/2012			Notice of Appearance and Request for Service of Papers by Marc Abrams on Behalf of Monarch Alternative Capital LP (Docket No. 1851)
297	6/27/2013			Notice of Appearance by David B. Gelfarb on Behalf of the Federal Home Loan Mortgage Corporation ("Freddie Mac") (Docket No. 4108)
298	7/9/2013			Notice of Appearance and Request for Service of Papers by The Law Office of Thomas M. Mullaney on Behalf of CQS ABS Master Fund Ltd., and CQS ABS Alpha Master Fund Ltd. ("CQS") (Docket No. 4185)
299	6/28/2013			Verified Statement of Willkie Farr & Gallagher LLP Pursuant To Federal Rule of Bankruptcy Procedure 2019 (representing Monarch Alternative Capital LP, Stonehill Capital Management LLC and Bayview Fund Management LLC, each in its capacity as investment advisor to certain funds, and to CQS ABS Master Fund Limited and CQS ABS Alpha Master Fund Limited) (Docket No. 4116)
300	5/29/2013			May 29, 2013 United States Bankruptcy Court Hearing Transcript
301	6/17/2013			June 17, 2013 United States Bankruptcy Court Hearing Transcript
302	6/26/2013			June 26, 2013 United States Bankruptcy Court Hearing Transcript

Ex #	Date	Bates range	Depo Ex #	
303	7/3/2013			July 3, 2013 United States Bankruptcy Court Hearing Transcript
304	7/10/2013			July 10, 2013 United States Bankruptcy Court Hearing Transcript
305	7/15/2013			July 15, 2013 United States Bankruptcy Court Hearing Transcript
306	7/22/2013			July 22, 2013 United States Bankruptcy Court Hearing Transcript
307	7/25/2013			July 25, 2013 United States Bankruptcy Court Hearing Transcript
308	7/26/2013			July 26, 2013 United States Bankruptcy Court Hearing Transcript
309	7/31/2013			Order Denying Motions to Intervene and Conduct Discovery, <i>In re Rehabilitation of FGIC</i> , Case No. 401265/2012 (N.Y. Supreme Court)